

EXHIBIT B

Our Practices

Practices

Bankruptcy, Financial
Reorganization and
Creditors' Rights

Corporate

Employment and Labor

Fashion, Apparel and
Textiles

Government Relations
and Public Policy

Health Care

Health Care Antitrust

**Health Care
Corporate and
Transactional**

Health Care Employment
and Labor

Health Care Finance

Health Care
Government and
Internal Investigations

Health Care Litigation

Health Care Real Estate

Health Care Regulatory
and Compliance

Intellectual Property

Litigation

Real Estate

Tax, Trusts and Estates

Industries

Aerospace and
Defense

Biotechnology and Life
Sciences

Digital Media and
Technology

Fashion, Apparel and
Textiles

Financial Institutions

Health Care

Manufacturing

National Retail

Health Care Corporate and Transactional

Attorneys in our Health Care Practice Group have significant experience in counseling hospitals, health systems, nursing homes and other long-term care providers, private equity funds and other health care businesses with respect to health care transactions and corporate issues. Specifically, our lawyers have extensive experience representing clients in the following areas:

Mergers, Acquisitions, Joint Ventures and Affiliations

The Health Care Practice Group has significant experience in the areas of mergers and acquisitions, joint ventures, and affiliations involving health care providers. In addition to drafting, reviewing and negotiating the definitive agreements for these types of transactions, our attorneys also have in-depth knowledge of the various regulatory restrictions applicable to health care providers. This knowledge of regulatory restrictions, as well as our excellent working relationships with the Department of Health and Senior Services and the Attorney General's office, is vital to handle the many complex transactional and regulatory issues affecting health care mergers, acquisitions, joint ventures and affiliations.

Physician Alignment

Over the last several years and increasingly since the passage of the new Health Reform Law, we have been working on a variety of different physician alignment strategies on behalf of our clients. The trend towards delivery of care reform (e.g., ACOs), and payment reform (e.g., value-... [MORE](#)

[COLLAPSE ALL](#)

Representative Matters

Mergers, Acquisitions, Joint Ventures and Affiliations

- Representation of several major hospital systems in connection with the acquisitions and divestitures of hospitals.
- Representation of hospitals and health systems in connection with mergers and acquisitions with other hospitals and health systems.
- Representation of several hospitals and health systems in connection with the sale of non-core assets and service-lines (e.g., dialysis, home health, ambulance, imaging).
- Representation of several hospitals in strategic affiliations with other institutions.
- Representation of multiple hospitals and health systems in connection with joint ventures with physicians and national companies for a variety of different service lines, including, dialysis, ambulatory surgery centers, imaging centers, radiation therapy, Cyberknife, medical oncology and others.
- Representation of a nursing home chain in acquiring several nursing homes out of a state receivership.
- Representation of several home health agencies in connection with the acquisition or divestiture of home health agencies and assets in multiple states.

Physician Alignment

Chair



Gary W. Herschman

Member

(973) 643-5783

gherschman@sillscummis.com

Pharmaceuticals and
Medical Devices

Real Estate

Regulated Industries

- Representation of hospitals and health systems in connection with the establishment of Accountable Care Organizations and Medical Home arrangements.
- Representation of several hospitals and health systems in connection with the acquisition or lease of physician practices and concurrent employment of physicians using innovative compensation models.
- Representation of several hospitals in connection with the preparation of co-management agreements and other “pay-for-performance/gainsharing” arrangements with physicians for a variety of service-lines.
- Representation of hospitals in connection with joint ventures with physicians and third party vendors for new technologies/equipment (e.g., Cyberknife).
- Representation of hospitals in connection with strategic physician recruitment transactions.

Corporate Governance and Corporate Structure

- Advising boards of trustees on a variety of issues involving general corporate governance, fiduciary duties and compliance program issues.
 - Reviewing and restructuring the relationships among hospitals, hospital systems, and their various affiliate organizations, including reviewing and substantially re-drafting bylaws and certificates of incorporation for these entities.
 - Structuring new services and joint ventures with physicians and for-profit companies to be in compliance with IRS regulations for tax-exempt organizations.
 - Reviewing and revising Medical Staff bylaws to achieve operational objectives and to comply with updated Joint Commission standards.
-